



DePaul University

Amended and Restated By-Laws

As Amended and Restated on October 25, 2018

ARTICLE I MEMBERS

ARTICLE I. SECTION 1. MEMBERSHIP. The Members of the Corporation (the Corporation hereinafter referred to as the "University") shall consist of the present Members and such other persons who may from time to time be elected as Members within the provisions of the Articles of Incorporation. The Provincial Superior of the Western Province of the Congregation of the Mission shall be a Member of the Corporation. The number of Members shall be as determined from time to time by the Members

ARTICLE I. SECTION 2. ELECTION OF MEMBERS. Members shall be elected by the affirmative vote of a majority of the Members then in office at any meeting of the Members.

ARTICLE I. SECTION 3. TERMS AND QUALIFICATIONS. Each Member shall serve for a three-year term and until his or her successor, if any, is elected and qualified or until his or her earlier resignation, incapacity, death, or removal. Members may succeed themselves in office for an unlimited number of terms; provided, however, that, after reaching the age of seventy-six years, a person shall not be eligible for election or re-election as a Member.

ARTICLE I. SECTION 4. TERMINATION OF MEMBERSHIP. The Members may at any meeting terminate the Membership of any Member, with or without cause, by the affirmative vote of a majority of the Members then in office.

ARTICLE II MEETING OF MEMBERS

ARTICLE II. SECTION 1. ANNUAL MEETING. An annual meeting of the Members shall be held no later than the last day of June each year, for the purpose of electing or re-electing Members and Trustees and for the transaction of such other business as may come before the meeting.

ARTICLE II. SECTION 2. SPECIAL MEETINGS. Special meetings of the Members shall be called by the Secretary of the Membership upon direction of the Chairperson of the Membership, the Chairperson of the Board, or one-fourth (1/4) of the Members then in office.

ARTICLE II. SECTION 3. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of the Members shall be delivered to each Member not less

than five nor more than forty days before the date of such meeting (or, in the case of removal of one or more Trustees, not less than twenty nor more than sixty days before the date of such meeting). In the case of a special meeting or when required by the Not For Profit Corporation Act or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. Notice will be sent by email, unless a Member requests that notice be sent by U.S. Mail, or the Member has no email address on record with the University. If emailed, the notice of a meeting shall be deemed delivered when directed to an email address as it appears on the records of the University. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at the address as it appears on the records of the University, with postage thereon prepaid.

ARTICLE II. SECTION 4. QUORUM AND MANNER OF ACTING. A majority of the Members then in office, present at any meeting, shall constitute a quorum at such meeting. Unless otherwise required by the Not For Profit Corporation Act, the Articles of Incorporation, or these By-Laws, at any meeting at which a quorum is present, the act of the majority of the Members present shall constitute the act of the Membership. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting at any time without further notice.

ARTICLE III GENERAL POWERS OF MEMBERS

ARTICLE III. SECTION 1. ELECTION OF OFFICERS OF THE MEMBERSHIP. The Members shall annually elect from among the Membership: a Chairperson of the Membership, a Vice Chairperson of the Membership, and a Secretary of the Membership. The Chairperson of the Membership shall preside at all meetings of the Members. The Vice Chairperson of the Membership shall perform the duties of the Chairperson of the Membership in his or her absence or inability to act. The Secretary of the Membership shall give proper notice of all meetings of the Membership and shall keep or cause to be kept a record of the minutes of all meetings of the Membership. For the avoidance of doubt, none of the Chairperson of the Membership, the Vice Chairperson of the Membership, or the Secretary of the Membership shall be deemed to be an Officer of the University for any purpose.

ARTICLE III. SECTION 2. ELECTION OF TRUSTEES. The Members shall have the exclusive right to elect and remove the Trustees and the Life Trustees.

ARTICLE III. SECTION 3. LIMITED AUTHORITY TO APPROVE AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS. The Board of Trustees may not adopt, without the approval of the Members, any amendment to the Articles of Incorporation or these By-Laws that affects the authority, rights, or duties of the Members to elect or remove the Trustees or the Life Trustees, the manner of exercise or performance of the same, this Article III, Section 3 or Article X of these By-Laws, or the Catholic, Vincentian, and urban identity of the University. The Members shall have no

authority to approve or reject any other amendments to the Articles of Incorporation or these By-Laws.

ARTICLE IV **BOARD OF TRUSTEES**

ARTICLE IV. SECTION 1. NUMBER. The number of Trustees shall be not less than forty (40) nor more than forty-five (45), as shall be fixed from time to time, within such minimum and maximum, by the Members. The authorized number shall include the President and the Provincial Superior, each of whom shall serve *ex-officio* as a voting member of the Board of Trustees.

ARTICLE IV. SECTION 2. ELECTION, TERMS, AND QUALIFICATIONS. The Trustees (other than the President and the Provincial Superior) shall be elected by the Members and shall serve for three-year terms of office and until their successors, if any, are elected and qualified or until their earlier resignation, removal from office, or death. As of the date of adoption of these By-Laws, the Trustees have been divided into three classes, with the term of office of one of the three classes expiring each year. It is anticipated that each class of Trustees generally will be approximately equal in number, although from time to time such classes may be unequal in number. There shall be no limitation on the number of consecutive terms a Trustee may serve; provided, however, that, except as to the President and the Provincial Superior, a person shall not be eligible for election or re-election to the Board of Trustees after reaching the age of seventy years.

ARTICLE IV. SECTION 3. VACANCIES. Only the Members may fill any vacancy occurring in the Board of Trustees, or any trusteeship to be filled by reason of an increase in the number of Trustees. Any Trustee elected to fill a trusteeship created by reason of an increase in the number of Trustees shall be assigned to one of the three classes of Trustees by the Members and shall hold office for the remainder of the term of the other Trustees in such class.

ARTICLE IV. SECTION 4. LIFE TRUSTEES. An individual who has served as a Trustee for a minimum of three terms, or for a minimum of two terms and attained the age of seventy years, may, upon recommendation of the Trusteeship Committee, be elected by the Members as a Life Trustee following such individual's final term as Trustee. This status shall be reserved for those individuals with records of unusual and distinctive service. Life Trustees may be members of all committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may serve. Life Trustees may be invited to attend and speak at meetings of the Board of Trustees, but shall not have the right to vote on any matter and shall not be counted as members of the Board of Trustees for any purpose.

ARTICLE IV. SECTION 5. RESIGNATION. Any Trustee or any Life Trustee may resign at any time by giving written notice to the Board of Trustees, the President, or the

Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An individual's resignation or removal from his or her position as President or Provincial Superior shall be deemed to be a resignation as Trustee.

ARTICLE IV. SECTION 6. REMOVAL. Any Trustee or any Life Trustee may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Members present and voting at a meeting of the Members at which a quorum is present. Such action may be taken at any meeting of the Members called for such purpose, and the proposed removal shall be set forth in the notice of the meeting, given at least twenty (20) days prior to the meeting of the Members.

ARTICLE V POWERS OF TRUSTEES

Subject to Article III, Section 2, Article III, Section 3, and Article X, the Board of Trustees shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the University is formed.

ARTICLE VI MEETINGS OF TRUSTEES

ARTICLE VI. SECTION 1. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board shall be held no later than the last day of June each year. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

ARTICLE VI. SECTION 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairperson of the Board, the President, or by any seven (7) members of the Board of Trustees. The purpose of the meeting shall be set forth in the written notice thereof.

ARTICLE VI. SECTION 3. NOTICE. Notice of any annual or special meeting of the Board shall be given at least ten (10) days previously thereto by written notice to each Trustee at the address as shown by the records of the University. Notice of the meeting may be waived by the Trustees. Notice will be sent by email, unless a Trustee requests that notice be sent by U.S. Mail, or the Trustee has no email address on record with the University. If emailed, the notice of a meeting shall be deemed delivered when directed to an email address as it appears on the records of the University. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Each notice shall state the place, date, and time of the meeting, and in case of a special meeting, the purpose or purposes of the meeting.

ARTICLE VI. SECTION 4. QUORUM. One-third (1/3) of the total number of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of

the Board, provided that if fewer than one-third of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting to another time without further notice.

ARTICLE VI. SECTION 5. MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Not For Profit Corporation Act, these By-Laws, or the Articles of Incorporation.

ARTICLE VII OFFICERS OF THE UNIVERSITY

ARTICLE VII. SECTION 1. OFFICERS.

- (a) The officers of the University shall be the Chairperson of the Board, the Vice Chairperson of the Board, the President, the Provost, the Executive Vice President, the Secretary, the Controller, the Treasurer, one or more Deans and Vice Presidents, and such other officers and assistant officers as are hereinafter provided.
- (b) Each of the Chairperson of the Board, the Vice Chairperson of the Board, the President, the Provost, the Executive Vice President, and the Secretary shall be elected or appointed by the Board of Trustees.
- (c) The President shall appoint the Controller, the Treasurer, and one or more Deans and Vice Presidents, and may appoint such other officers as the President deems necessary for the proper management of the University, each such officer to hold office at the President's pleasure, and to have such powers and perform such duties as may be assigned by the President or the Board of Trustees.
- (d) The Secretary may appoint one or more Assistant Secretaries with such duties as the Secretary, the President, or the Board of Trustees shall determine.
- (e) The Board of Trustees may elect or appoint such additional officers as the Board may deem necessary or appropriate from time to time.
- (f) Individually, any officer elected or appointed pursuant to this Article VII. Section 1 shall be deemed an "Officer" of the University, and collectively they shall be deemed the "Officers."
- (g) The President, the Provost, the Executive Vice President, and the Secretary each shall be deemed to be an "Executive Officer" of the University.
- (h) Election or appointment of an Officer shall not of itself create contract rights.

ARTICLE VII. SECTION 2. ELECTION, APPOINTMENT, TERMS, AND QUALIFICATIONS.

- (a) The Board of Trustees shall elect the Chairperson of the Board and the Vice Chairperson of the Board from among the members of the Board of Trustees, each to serve for a three-year term of office or until his or her successor, if any, has been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. It is strongly anticipated, although not required, that the Vice Chairperson of the Board shall be elected to the office of Chairperson of the Board following completion of his or her term as Vice Chairperson. In order for a Trustee to be considered for election as Chairperson or Vice Chairperson, he or

she must have served a minimum of one three-year term as Trustee and possess an exemplary record of engagement as measured by a dedication to the University's mission and participation in Board activities, most notably committee service and philanthropic efforts. The Board of Trustees shall determine a process by which the Trusteeship Committee and the Chairperson of the Board may identify candidates for the Board's consideration to be elected as Chairperson or Vice Chairperson as these vacancies arise.

- (b) Each of the President, the Provost, the Executive Vice President, and the Secretary shall be appointed by the Board of Trustees, and the Board shall establish their respective qualifications.

ARTICLE VII. SECTION 3. RESIGNATION. Any Officer may resign at any time by giving written notice to the Board of Trustees, the Chairperson of the Board, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation or removal from the Board of Trustees of any individual serving as Chairperson of the Board or Vice Chairperson of the Board also shall constitute such individual's resignation or removal from the office of Chairperson of the Board or Vice Chairperson of the Board.

ARTICLE VII. SECTION 4. REMOVAL. Any Officer may be removed, with or without cause, by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present, but such removal shall be without prejudice to the contract rights, if any, of the person or persons so removed. In addition, each of the Provost, the Executive Vice President, the Secretary, and any Officer appointed by the President may be removed by the President, with or without cause, in the discretion of the President, and any Assistant Secretary appointed by the Secretary may be removed by the Secretary, with or without cause, in the discretion of the Secretary. Each of the President and Secretary, as applicable, must immediately report any such removal to the Board of Trustees.

ARTICLE VII. SECTION 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled in the same manner as the original election or appointment.

ARTICLE VIII

OFFICERS' POWER AND DUTIES

ARTICLE VIII. SECTION 1. CHAIRPERSON AND VICE CHAIRPERSON. The Chairperson of the Board shall preside at all meetings of the Board of Trustees, the Executive Committee, and the Executive Compensation Committee and shall determine the agenda of all Board meetings in consultation with the President and the Trustees. The Chairperson of the Board shall consult with the President, the Provost, the Executive Vice President, the Secretary, and other employed Officers and senior staff (collectively, the "University Administration") as needed, shall serve as liaison between the Board of Trustees and the President, and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chairperson of the Board, the Vice

Chairperson of the Board shall perform the duties of the office of the Chairperson of the Board. In the absence of the Chairperson of the Board and Vice Chairperson of the Board, the President shall temporarily perform the duties of this office.

ARTICLE VIII. SECTION 2. PRESIDENT. The President shall be the Chief Executive Officer of the University and as such shall exercise general supervision of all operations and personnel of the University, subject to the direction or approval of the Board of Trustees. The President shall serve as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, appoint academic and administrative Officers, including Deans and Vice Presidents, make decisions regarding appeals of denials of promotion and tenure, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. To assist the Provost and the Executive Vice President in the performance of their duties, the President may appoint Vice Presidents responsible for specific operating areas of the University; said Vice Presidents shall report to and be supervised by the President, the Provost, or the Executive Vice President. In addition, the President may call meetings of the Faculty Council. In order to maintain the proper segregation of accounting and treasury functions, the President shall appoint a Controller and a Treasurer, each reporting to and supervised by the Executive Vice President. The President shall see that the orders and resolutions of the Board of Trustees are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Trustees. As an Executive Officer of the University, the President may enter into and execute contracts on behalf of the University in accordance with University policies, as they may be amended from time to time. The President shall be an *ex-officio* voting member of all committees of the Board, except the Audit Committee.

ARTICLE VIII. SECTION 3. PROVOST. The Provost shall be the Chief Academic Officer of the University. The Provost shall be responsible for the development, implementation, and administration of the academic affairs of the University; for taking initiative in proposing plans and action in academic matters; for reviewing and implementing educational programs and policies; and for meeting and consulting with Deans, chairpersons, directors, and other members of the faculties. The Provost may call meetings of the Faculty Council, recommend to the President the appointment of Deans and Vice Presidents, and make decisions regarding faculty hiring, promotions, and tenure. The Provost shall be responsible for the supervision of such Vice Presidents, Deans, and directors who directly report to the Provost in the administration of their areas and for the approval of faculty assignments. The Provost shall have authority over academic budgets. As an Executive Officer of the University, the Provost may enter into and execute contracts on behalf of the University in accordance with University policies, as they may be amended from time to time. In the absence of the President, or in case of vacancy in the office of the President, the Provost shall have the powers and perform the duties of the President.

ARTICLE VIII. SECTION 4. EXECUTIVE VICE PRESIDENT. The Executive Vice President shall be the Chief Operating Officer and Chief Financial Officer of the University. The Executive Vice President shall be responsible for the general business affairs of the University. As an Executive Officer of the University, the Executive Vice

President may enter into and execute contracts on behalf of the University in accordance with University policies, as they may be amended from time to time. In addition, the Executive Vice President shall be responsible for directing and overseeing the University's accounting functions, including, but not limited to, maintaining the University's accounting principles, practices, and procedures.

ARTICLE VIII. SECTION 5. CONTROLLER. The Controller, subject to the direction and supervision of the Executive Vice President, shall maintain adequate records of all assets, liabilities, and transactions of the University; shall see that adequate audits thereof are currently made; and shall, in conjunction with other Officers, develop budgets and other procedures for the efficient conduct of University business.

ARTICLE VIII. SECTION 6. TREASURER. The Treasurer, subject to the direction and supervision of the Executive Vice President, shall have charge and custody of and be responsible for all funds and securities of the University, receive and give receipt for monies due and payable, deposit funds, and manage the investments of the University's funds in accordance with the direction of the Board.

ARTICLE VIII. SECTION 7. SECRETARY. The Secretary shall have custody of the seal of the University and shall attest to such documents as required in the affairs of the University. As an Executive Officer of the University, the Secretary may enter into and execute contracts on behalf of the University in accordance with University policies, as they may be amended from time to time. The Secretary shall give proper notice of all meetings of the Board, shall keep a record of the appointments of all committees of the Trustees, shall keep or cause to be kept a record of the minutes of all meetings of the Trustees and each of its committees, and shall perform such other duties as the President or the Board of Trustees may from time to time prescribe. Any of the duties or powers of the Secretary may be performed by one or more Assistant Secretaries appointed by the Secretary who shall be responsible and report to the Secretary.

ARTICLE IX **COMMITTEES**

ARTICLE IX. SECTION 1. COMMITTEES WITH BOARD AUTHORITY. The Board of Trustees may, by resolution adopted by a majority of the Trustees then in office, create one or more committees and appoint Trustees, or such other persons as the Board designates, to serve on the committee or committees, provided that each such committee must consist of two or more Trustees and a majority of each committee's membership must be Trustees. The chairperson and vice chairperson of any such committee must be Trustees. Any such committee, to the extent provided in the resolution of the Board of Trustees and allowed by law, shall have and may exercise all the powers and authority of the Board of Trustees in the management of the business and affairs of the University; provided, however, that no such committee shall have the power or authority of the Board of Trustees in reference to (a) adopting a plan for the distribution of the assets of the University, or for dissolution; (b) approving or recommending to the Members any act that the Not For Profit Corporation Act requires to be approved by the Members; (c) filling vacancies on the Board

or any of its committees; (d) electing, appointing, or removing any Officer or Trustee or member of any committee, or fixing the compensation of any member of a committee; (e) adopting, amending, or repealing these By-Laws or the Articles of Incorporation; (f) adopting a plan of merger or adopting a plan of consolidation with another corporation, or authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the University; or (g) amending, altering, repealing, or taking action inconsistent with any resolution or action of the Board of Trustees when the resolution or action of the Board provides by its terms that it shall not be amended, altered, or repealed by action of a committee. Each committee member shall serve until the next annual meeting of the Board of Trustees, or until the appointment of a successor.

ARTICLE IX. SECTION 2. ADVISORY COMMITTEES. By resolution, the Board of Trustees may create and appoint persons to a task force, advisory body, or other such body that may or may not have Trustees as members, which body shall not have authority to act on behalf of the University or bind it to any action but may make recommendations to the Board of Trustees or to the Officers.

ARTICLE IX. SECTION 3. STANDING COMMITTEES. The standing committees with such authority to act on behalf of the Board of Trustees are the Executive Committee, the Executive Compensation Committee, the Audit Committee, the Trusteeship Committee and the Investment Committee, each of which has such rights and responsibilities as hereinafter set forth or as may be prescribed from time to time by resolution of the Board of Trustees. The standing committees without authority to act on behalf of the Board of Trustees are the Academic and Student Affairs Committee, the Finance Committee, the Mission Committee, the Philanthropy Committee, and the Physical Plant and Property Committee, each of which shall have such rights and responsibilities as hereinafter set forth or as may be prescribed from time to time by resolution of the Board of Trustees.

- (a) EXECUTIVE COMMITTEE.** The Executive Committee shall have and may in its discretion exercise the full powers, duties, responsibilities, and authority of the Board of Trustees except where prohibited by law and subject to any limitations imposed by the Board of Trustees. It shall review the qualifications for the office of President and other Officers elected by the Board, periodically review the performance of such Officers, and submit recommendations to the Board of Trustees for the election, re-election, or removal of such Officers. The actions taken by the Executive Committee since the last meeting of the Board of Trustees shall be reported to the Board of Trustees at the next meeting of the Board. Each of the Chairperson of the Board, the Vice-Chairperson of the Board, and the President shall be an *ex-officio* voting member of the Executive Committee except that each shall abstain from providing recommendations to the Board pertaining to his or her own re-election or removal as an Officer of the University.
- (b) EXECUTIVE COMPENSATION COMMITTEE.** The Executive Compensation Committee shall annually review and approve the compensation of executive and senior leadership of the University. The Executive Compensation Committee shall obtain and rely on appropriate comparable compensation data to

evaluate the reasonableness of executive and senior leadership compensation, benefits, and contractual arrangements, and shall maintain a record of the basis for its decisions.

(c) AUDIT COMMITTEE. The Audit Committee shall oversee the integrity of the system of internal controls and financial reporting, including the University's audited financial statements, Form 990 federal tax return, and audited pension plan financial statements. The Audit Committee shall assess the University's internal control environment, including information technology security and controls; compliance with legal, regulatory, and conflict-of-interest standards; code of conduct requirements; and the University's response to complaints regarding accounting, internal controls, or auditing matters. The Audit Committee shall exercise oversight over the University's internal audit function. The Audit Committee shall recommend any changes it deems appropriate in these areas. The Audit Committee shall recommend a certified public accounting firm as an independent auditor and shall cause to be prepared and submitted to the Board annual audited financial statements. The Audit Committee shall review the annual management letter prepared by the independent auditor and recommend whatever actions it deems appropriate in view of this letter. The Audit Committee shall have the power to conduct, or authorize, investigations into any matters within its scope of responsibilities, and shall be empowered to retain, at the University's expense, independent counsel, accountants, or others for such purposes as the Audit Committee, in its sole discretion, determines to be appropriate to carry out its responsibilities. The Audit Committee may require the President, any other Officer or employee of the University, or any designated independent auditor, to appear before the Audit Committee to report on financial conditions and answer questions. The President shall not be a member; nor shall any other University Officer or administrator be a member of the Audit Committee.

(d) INVESTMENT COMMITTEE. The Investment Committee shall recommend investment policies for the approval of the Board. The Investment Committee shall have general oversight of the investments of the University and shall have the authority to authorize the sale of any securities owned by the University, to authorize the purchase of any securities in which the funds of the University should in its judgment be invested, and to approve other investment strategies. The Investment Committee may delegate to the University Administration, investment counsel, or other agents the authority to act in place of the Investment Committee in investment and reinvestment of funds of the University. The Investment Committee may engage independent investment advisors, investment counsel, or managers, banks, or trust companies, and may determine appropriate compensation for such services.

(e) ACADEMIC AND STUDENT AFFAIRS COMMITTEE. The Academic and Student Affairs Committee shall review and submit recommendations to the Board on the prioritization, funding, and effectiveness of curricular, co-curricular, and infrastructure support for the University's student body and faculty in the light of

the University's mission and strategic plan. It shall also examine issues concerned with tuition pricing, affordability, and student access and attainment. In addition, it shall oversee intercollegiate athletics.

(f) FINANCE COMMITTEE. The Finance Committee shall propose fiscal policies and regulations for adoption by the Board. The Finance Committee shall review with the University Administration and recommend for the approval of the Board: (1) the annual operating and capital budgets including the approved budget for Board activities as provided by the Trusteeship Committee, (2) changes in tuition schedules and compensation policies, (3) long-term financial planning, and (4) long-range borrowing. The Finance Committee shall, at the request of the University Administration, advise and assist in the development and oversight of: (1) financial operating procedures, (2) management of University assets, and (3) other matters having a financial impact on the University.

(g) MISSION COMMITTEE. The Mission Committee shall, at least once every five years, review and assess the sufficiency of the University's mission statement as a guide to the University's efforts to be faithful to its identity as a Catholic, Vincentian, and urban university. The process adopted by the Mission Committee to guide these reviews will, as appropriate, follow institutional principles of shared governance. The Mission Committee's oversight also will extend over a broad spectrum of the University's curricular, co-curricular, research, service, diversity, and ministry activities. The Mission Committee will focus in particular on efforts that measurably enhance the understanding and support of the University's identity by all of its internal and external constituencies. The Mission Committee shall be guided in its work by the principles laid out by the apostolic constitution, *Ex Corde Ecclesiae*, and the norms governing its application to Catholic Higher Education in the United States.

(h) TRUSTEESHIP COMMITTEE. The Trusteeship Committee shall promote the effectiveness of the Board of Trustees through the recruitment, orientation, and mentorship of new Trustees, and shall provide for the education and continuing formation of the Board. It shall evaluate Trustees who are eligible for re-election and make recommendations to the Members for the election and re-election of Trustees and the election of Life Trustees. It shall approve the budget for Board activities, and provide such approval to the Finance Committee for inclusion in the annual operating and capital budgets presented to the Trustees. The Trusteeship Committee also shall be charged with every aspect of assessing and promoting the effectiveness of individual Trustees and the Board of Trustees as a body. It shall also consult with the Chairperson of the Board with respect to the nominations of trustees to serve as Chairperson and Vice Chairperson of the Board. The Provincial Superior shall be a member of the Trusteeship Committee.

(i) PHILANTHROPY COMMITTEE. The Philanthropy Committee shall review the University's fund raising policies, priorities, and strategies in relation to the University's strategic and financial plans, and shall make recommendations where

appropriate. Philanthropy Committee members shall collaborate with the President, other University Officers, and Advancement Office staff in identifying, cultivating, and soliciting major gifts. Philanthropy Committee members shall advocate for philanthropy among the Trustees, alumni, and the public. The Philanthropy Committee shall review fund raising progress and the University's allocation of resources for fund raising activity.

(j) PHYSICAL PLANT AND PROPERTY COMMITTEE. The Physical Plant and Property Committee shall review with the University Administration the adequacy, present condition, and utilization of existing facilities, and in the light of this review, recommend for the approval of the Board: (1) the acquisition, (2) disposal, and (3) major renovation of University property. It also shall develop for Board approval a long-term facilities philosophy and plan that includes provisions for the allocation of resources and appropriate financing. The Physical Plant and Property Committee shall receive reports from the University Administration and review the current status of acquisitions and disposal of University property in progress, major renovations and construction, and the facilities budget.

ARTICLE IX. SECTION 4. QUORUM. A majority of the total number of members of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting.

ARTICLE IX. SECTION 5. COMMITTEE LIAISONS. After consultation with the chairperson of a particular committee, the President shall appoint an appropriate University Administrator to serve as a liaison between the committee and the Office of the President to assist the committee in carrying out its duties. The Administrator who serves as such liaison shall participate fully in the work of the committee, but without vote.

ARTICLE X **AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the affirmative vote of a majority of the Trustees then in office; provided, however, that the Members must approve any amendment that affects the authority, rights, or duties of the Members to elect or remove the Trustees or the Life Trustees, the manner of exercise or performance of the same, Article III, Section 3 or this Article X of these By-Laws, or the Catholic, Vincentian, and urban identity of the University. Such action may be taken at any meeting of the Trustees, provided that notice of the proposed alteration, amendment, repeal, or adoption be contained in the notice of any special meeting of the Trustees at which such action is taken, and provided further that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the University as stated in its Articles of Incorporation or otherwise cause the University to lose its qualification as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE XI

DISCRIMINATION PROHIBITED

The University shall enforce the non-discrimination policy enunciated in its Charter, and hence shall not discriminate on the basis of race, color, national origin, religion, sex, age, or handicap in admissions, employment, or provision of service or goods. The President shall have the power and authority to adopt a more comprehensive policy regarding anti-discrimination that supplements or expands this Article XI.

ARTICLE XII

INDEMNIFICATION

The University shall, to the fullest extent permitted by the Not For Profit Corporation Act and Chapter 42 of the Code, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the University), by reason of the fact that the person is or was a Trustee, Officer, employee, or agent of the University, or is or was serving at the request of the University as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding. The University may, in its sole discretion and in each case based on an individual determination, indemnify a person in connection with an action by or in the right of the University, unless such indemnification is required by the Not For Profit Corporation Act, and further provided that such indemnification is permitted under Chapter 42 of the Code.

ARTICLE XIII

CONFLICT OF INTEREST

A Trustee shall disclose to the Board of Trustees any material interest that such Trustee directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Board of Trustees. A Trustee further shall disclose to the Board of Trustees any transaction under consideration by the Board of Trustees that might, to the Trustee's knowledge, cause a conflict with a fiduciary duty owed by the Trustee to another organization. Such interested Trustee shall abstain from voting on such transaction or other action; provided, however, that an interested Trustee's presence may be counted in determining whether a quorum is present for purposes of Article VI, Section 4 of these By-Laws. A Trustee shall be considered to have a material interest in an entity if the Trustee is a director, officer, or employee of the entity or if the Trustee has a material financial interest in the entity. The Board of Trustees shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement, amend, or supersede this Article XIII, as so directed by the Board of Trustees.

ARTICLE XIV **MISCELLANEOUS**

ARTICLE XIV. SECTION 1. DEFINITIONS.

- (a) “Articles of Incorporation” means the Articles of Incorporation of the University filed with the Secretary of State of the State of Illinois on December 24, 1907, and any amendments thereto.
- (b) “Code” means the Internal Revenue Service Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.
- (c) “Not For Profit Corporation Act” means the Illinois General Not For Profit Corporation Act of 1986, as amended.

ARTICLE XIV. SECTION 2. WRITINGS.

Any action required in these By-Laws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Members, Trustees, or committee members shall include any communication transmitted or received by facsimile, e-mail, or other means of electronic transmission.

ARTICLE XV **NAME AND POWERS**

ARTICLE XV. SECTION 1. NAME. The name of the corporation is DePaul University (the “University”).

ARTICLE XV. SECTION 2. POWERS. The University shall have such powers as are now or may hereafter be granted by the Not For Profit Corporation Act.

ARTICLE XVI **OFFICES**

ARTICLE XVI. SECTION 1. PRINCIPAL AND OTHER OFFICES. The principal office of the University shall be located in the State of Illinois. The University may have such other offices, either within or outside the State of Illinois, as the Board of Trustees may determine or as the affairs of the University may require from time to time.

ARTICLE XVI. SECTION 2. REGISTERED AGENT AND OFFICE. The University shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, as required by the Not For Profit Corporation Act. The registered office may, but need not, be identical with the principal office in the State of Illinois. The registered agent of the University may be changed from time to time by the Board of Trustees.

Reviewed and Revised by Fr. Udovic: 10/23/2018 11:43:58 AM
Approved by the Board of Trustees: 10/25/2018